

THIS AMENDMENT:

_____ Passed _____ Passed as amended by _____

_____ Failed

_____ Not Offered

_____ Withdrawn

GLEASON PROPOSED SUBSTITUTE AMENDMENT # 7

DATE PREPARED: December 17, 2004

COMPANY: UniSource Energy Corporation

DOCKET NO. E-04230A-03-0933

OPEN MEETING DATE: December 20, 2004

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ORDER

Page 49, DELETE lines 2-3 and INSERT:

“IT IS THEREFORE ORDERED that the application of UniSource Energy Corporation for approval of its Agreement and Plan of Merger with Saguaro Acquisition Corp. is approved subject to the conditions set forth in Exhibit C and in Findings of Fact 42-45.”

Make all conforming changes.